

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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| In re GROUPON, INC. SECURITIES LITIGATION | : | |
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| | : | Master File No. 12 C 02450 |
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| | : | <u>CLASS ACTION</u> |
| This Document Relates To | : | |
| ALL CASES | : | Hon. Charles R. Norgle |
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**UNDERWRITER DEFENDANTS' RESPONSE TO
LEAD PLAINTIFF'S MOTION FOR LEAVE TO FILE
INSTANTER SURREPLY AND JOINDER IN GROUPON'S RESPONSE**

The Underwriter Defendants (i) join in Groupon's Response to the Motion for Leave, and (ii) write separately to address the Proposed Surreply's sole argument unique to the Underwriter Defendants (*see* Proposed Surreply at 7–8). The Underwriter Defendants clarify that the Groupon Comment Letter Response was disclosed *to the SEC* on July 14, 2011, more than three months before the November 4, 2011 IPO.

Dated: May 1, 2013

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